

# **EXHIBIT # 1**



## **CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY**

**Company No. 6139639**

The Registrar of Companies for England and Wales hereby certifies that  
**GRAND MONACO LIMITED**

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 6th March 2007



**NO 6139639T**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



***Companies House***  
— for the record —

The above information was communicated in non-legible form and authenticated by the  
Registrar of Companies under section 710A of the Companies Act 1985



Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number	6139639
Company name	GRAND MONACO LIMITED
I,	SWIFT INCORPORATIONS LIMITED
of	1 MITCHELL LANE BRISTOL BS1 6BU
a	person named as a secretary of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement:	I hereby state that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.
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Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution



**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

*Received for filing in Electronic Format on the: 05/03/2007*



XN850NL5

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*Company Name  
in full:* **GRAND MONACO LIMITED**

*Proposed Registered  
Office:* **7 QUEEN STREET  
MAYFAIR  
LONDON  
W1J 5PB**

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*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **JORDANS LIMITED**  
*Agent's Address:* **21 ST THOMAS STREET  
BRISTOL  
BS1 6JS**

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*Company Secretary*

*Name* **CHRISTOPHER CHARLES MORSE**

*Address:* **THE ELMS  
NORTH STREAM  
MARSHSIDE  
CANTERBURY  
KENT  
CT3 4EE**

*Consented to Act:* **Y** *Date authorised* **05/03/2007** *Authenticated:* **Y**

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*Name* **SWIFT INCORPORATIONS LIMITED**

*Address:* **1 MITCHELL LANE  
BRISTOL  
BS1 6BU**

*Consented to Act:* **Y** *Date authorised* **05/03/2007** *Authenticated:* **Y**

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*Director 1:*

*Name* **MAXWELL GEORGE WRIGHT**

*Address:* **25 BROCKHILL ROAD  
SALTWOOD  
HYTHE  
KENT  
CT21 4AE**

*Nationality:* **BRITISH**  
*Business occupation:* **COMPANY DIRECTOR**  
*Date of birth:* **21/03/1979**

*Consented to Act:* **Y** *Date authorised* **05/03/2007** *Authenticated:* **Y**

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*Director 2:*

*Name* **RODERICK JULIAN FREDERICK SANDYS**

*Address:* **48 TACHBROOK STREET  
LONDON  
SW1V 2NA**

*Nationality:* **BRITISH**  
*Business occupation:* **COMPANY EXECUTIVE**  
*Date of birth:* **15/09/1977**

*Consented to Act:* **Y** *Date authorised* **05/03/2007** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT** *Date Authorised:* **05/03/2007** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

GRAND MONACO LIMITED

1. The Company's name is " GRAND MONACO LIMITED ".
2. The Company's registered office is to be situated in England and Wales.
- 3.1 The object of the Company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things:-
  - 3.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

3.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

3.2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

3.2.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

3.2.5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

3.2.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

3.2.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

3.2.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

3.2.9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

3.2.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

3.2.11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

3.2.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

3.2.13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

3.2.14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

3.2.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.



3.2.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

3.2.17 To distribute among the members of the Company in kind any property of the Company of whatever nature.

3.2.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

3.2.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

3.2.20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

3.2.21 To procure the Company to be registered or recognised in any part of the world.

3.2.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.2.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.2.24 AND so that:-

3.2.24.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

3.2.24.2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.2.24.3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

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Name and address of Subscriber	Number of shares taken by the Subscriber
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1	For and on behalf of Instant Companies Limited 1 Mitchell Lane BRISTOL BS1 6BU	- One
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Total shares taken	- 1
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Dated 05/03/2007

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

GRAND MONACO LIMITED

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. ALLOTMENT OF SHARES

2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the

said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this article 2.2 shall have effect subject to section 80 of the Act.

2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

### 3. SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### 4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.2.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

4.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

4.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.

4.3.1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4.3.3 below.

4.3.2 Any decision taken by a sole member pursuant to article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

4.3.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

4.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

## 5. APPOINTMENT OF DIRECTORS

5.1.1 Regulation 64 in Table A shall not apply to the Company.

5.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.3 No person shall be appointed a director at any general meeting unless either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

5.4.1 Subject to article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5.1.2 above as the maximum number of directors and for the time being in force.

5.5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 5.4.1 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

## 6. BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.



7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

8.1.2 Regulation 87 in Table A shall not apply to the Company.

9. PROCEEDINGS OF DIRECTORS

9.1.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.1.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.1.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.



10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

#### 11. PROTECTION FROM LIABILITY

For the purposes of this Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

11.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.

11.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

11.3 Regulation 118 shall not apply to the Company.

#### 12. TRANSFER OF SHARES

12.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

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Name and address of Subscriber

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For and on behalf of  
Instant Companies Limited  
1 Mitchell Lane  
BRISTOL  
BS1 6BU

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Dated 05/03/2007

# **EXHIBIT # 2**

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PUBLIC LIMITED COMPANY**

Company No. 5863469

The Registrar of Companies for England and Wales hereby certifies that  
PLAYSHARE PLC

is this day incorporated under the Companies Act 1985 as a public  
company and that the company is limited.

Given at Companies House, Cardiff, the 30th June 2006



\*N05863469S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



12

Please complete in typescript,  
or in bold black capitals

CHFP001

## Declaration on application for registration

5863469

Company Name in full PLAYSHARE PLC

I, MARK DAVID ANDERSON signing on behalf

of SWIFT INCORPORATIONS LIMITED

† Please delete as appropriate

do solemnly and sincerely declare that I am a <sup>†</sup> [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 21 ST THOMAS STREET BRISTOL BS1 6JS

Day	Month	Year
3	0	6
2	0	6

\* Please print name.

before me\* GEORGE KEPPE

Signed

Date 30 June 2006

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

†A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

JORDANS LIMITED

U27126/CEH

21 ST THOMAS STREET BRISTOL

BS1 6JS

Tel 0117 923 0600

DX number

DX exchange

PUB  
COMPANIES HOUSE374  
30/06/2006

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form revised June 1998



10

Please complete in typescript,  
or in bold black capitals.

CHFP001

Notes on completion appear on final page

### First directors and secretary and intended situation of registered office

5863469

Company Name in full

PLAYSHAKE PLC

Proposed Registered Office

(PO Box numbers only, are not acceptable)

7 QUEEN STREET

MAYFAIR

Post town

LONDON

County / Region

Postcode

W1J 5TB

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.



Agent's Name

JORDANS LIMITED

Address

21 ST THOMAS STREET

Post town

BRISTOL

County / Region

Postcode

BS1 6JS

Number of continuation sheets attached

3

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.



Form April 2002

CHAD 16/07/2002

JORDANS LIMITED

21 ST THOMAS STREET, BRISTOL

BS1 6JS

Tel 0117 923 0600

DX number 78161

DX exchange BRISTOL

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
or companies registered in England and Wales

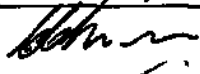
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

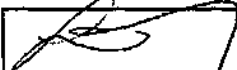
DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

<b>NAME</b> *Style / Title				*Honours etc			
* Voluntary details		Forename(s)		CHRISTOPHER CHARLES			
		Surname		MOORE			
		Previous forename(s)		NONE			
		Previous surname(s)		NONE			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address		Address †		THE ELMS			
				MARSHSIDE			
		Post town		N/A CANTERBURY			
		County / Region		KENT		Postcode CT3 4DE	
		Country					
I consent to act as secretary of the company named on page 1							
Consent signature						Date 28 JUNE 2006	

**Directors** (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b> *Style / Title				*Honours etc			
		Forename(s)		LUCAN MICHAEL			
		Surname		TDH			
		Previous forename(s)		NONE			
		Previous surname(s)		NONE			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address		Address †		FLAT 1, 1 DUNNIVEN STREET			
		Post town		LONDON			
		County / Region				Postcode W1K 7FG	
		Country					
		Day Month Year					
Date of birth		1 4 02 19 8 0		Nationality		IRISH	
Business occupation		COMPANY EXECUTIVE					
Other directorships		AS ATTACHED LIST					
I consent to act as director of the company named on page 1							
Consent signature						Date 28 JUNE 2006	

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

CHFP001

Company Name

PLAYSHARE PLC

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

SWIFT INCORPORATIONS LIMITED

Previous forename(s)

Previous surname(s)

Address †

1 MITCHELL LANE

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

BRISTOL

County / Region

Postcode

BS1 6BU

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

(Authorised Signature)

Date 30 June 2006

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

CHAD 16/07/2002

JST 10 2003 CONT.



**Directors** (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<b>*Honours etc</b>	
<b>Forename(s)</b>		RODERICK JULIAN FREDERICK	
<b>Surname</b>		SANDYS	
<b>Previous forename(s)</b>		NONE	
<b>Previous surname(s)</b>		NONE	
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address†</b>	48 TACHBROOK STREET	
	<b>Post town</b>	LONDON	
	<b>County / Region</b>	<b>Postcode</b>	SW1V 2NA
	<b>Country</b>		
<b>Date of birth</b>	Day	Month	Year
	15	09	1977
<b>Business occupation</b>	<b>Nationality</b>		
	BRITISH		
<b>Other directorships</b>	COMPANY EXECUTIVE		
	AS ATTACHED LIST		
I consent to act as director of the company named on page 1			
<b>Consent signature</b>	R. M. S.		<b>Date</b> 28 JUNE 2006

This section must be signed by

**Either**

an agent on behalf of all subscribers

**Signed****Date**

30-6-2006

**Or the subscribers**

(i.e. those who signed as members on the memorandum of association).

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

**Lucan Michael Toh****Directorships Report****Directorships**

Company Name	Appointed
TFK Investments Limited	02/12/2005

**Past Directorships**

Company Name	Appointed	Resigned
Casinoshare.com Limited	03/10/2005	13/02/2006
Gamshare (UK) Limited	02/12/2005	13/02/2006
Poker Burger Limited	13/05/2005	01/08/2005
Poker Chicken Limited	13/05/2005	01/08/2005
Poker Ribs Limited	13/05/2005	01/08/2005
Pokershare 2005 Limited	30/06/2005	13/02/2006
Pokershare.com Limited	02/12/2005	13/02/2006
Share Support Limited	17/01/2006	13/02/2006
TFK Investments Limited	13/05/2005	01/08/2005

## Roderick Julian Frederick Sandys

### Directorships Report

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#### Directorships

Company Name	Appointed
Casinoshare.com Limited	13/02/2006
Gamshare (UK) Limited	13/05/2005
Poker Burger Limited	13/05/2005
Pokershare 2005 Limited	13/05/2005
Pokershare.com Limited	13/02/2006
Share Support Limited	17/01/2006
TFK Investments Limited	13/05/2005

5863469

THE COMPANIES ACTS 1985 to 1989

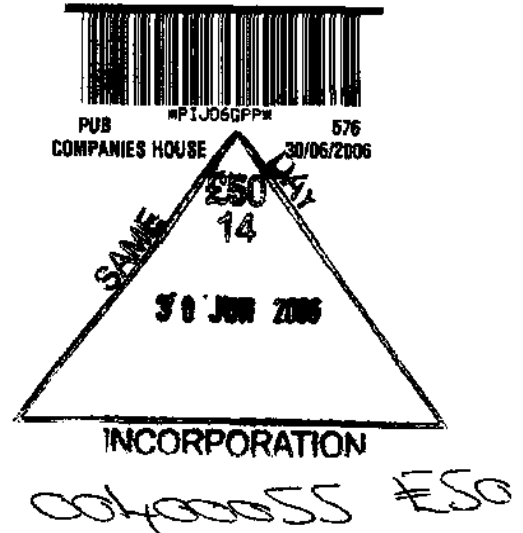
PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PLAYSHARE PLC

1. The Company's name is "PLAYSHARE PLC".
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
- 4.1 The object of the Company is to carry on business as a general commercial company.
- 4.2 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Act the Company has power to do all or any of the following things:-

PLCG05i



Jordans Limited  
21 St Thomas Street  
Bristol  
BS1 6JS

1127126/KCN

4.2.1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

4.2.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

4.2.3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

4.2.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

4.2.5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

4.2.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

4.2.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and

guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

4.2.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

4.2.9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

4.2.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

4.2.11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

4.2.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

4.2.13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

4.2.14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

4.2.15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

4.2.16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

4.2.17 To distribute among the members of the Company in kind any property of the Company of whatever nature.

4.2.18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

4.2.19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

4.2.20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

4.2.21 To procure the Company to be registered or recognised in any part of the world.

4.2.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through

agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

4.2.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

4.2.24 AND so that:-

4.2.24.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

4.2.24.2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4.2.24.3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

5. The liability of the members is limited.

6. The Company's share capital is £100,000 divided into 100,000,000 shares of £0.001 each.



WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

---

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	--

---

1. For and on behalf of  
Instant Companies Limited  
1 Mitchell Lane  
Bristol BS1 6BU



- One

2. For and on behalf of  
Swift Incorporations Limited  
1 Mitchell Lane  
Bristol BS1 6BU



- One

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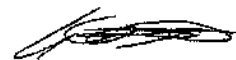
Total shares taken	- Two
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Dated 30 June 2006

Witness to the above Signatures:-

Glenys Copeland  
1 Mitchell Lane  
Bristol BS1 6BU



THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PLAYSHARE PLC

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. ALLOTMENT OF SHARES

2.1 Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the directors who may (subject to sections 80 and 89 of the Act and to articles 2.2 and 2.3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

2.2 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

2.3 The directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under article 2.2 above as if section 89(1) of the Act did not apply. This power shall enable the directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

2.4 Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance for the acquisition of shares or other securities of the Company or of its holding company (as defined by section 736 of the Act).

2.5 Save as permitted by section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

### 3. SHARES

3.1 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### 4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

4.2.1 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

4.2.2 Regulation 41 in Table A shall not apply to the Company.

4.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting. Regulation 53 in Table A shall be read and construed accordingly.

4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

4.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

## 5. APPOINTMENT OF DIRECTORS

5.1.1 Regulation 64 in Table A shall not apply to the Company.

5.1.2 *The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.*

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.3 No person shall be appointed a director at any general meeting unless either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

5.4.1 Subject to article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.4.2 *The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 5.1.2 above as the maximum number of directors and for the time being in force.*

## 6. BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

8.1.2 Regulation 87 in Table A shall not apply to the Company.

9. PROCEEDINGS OF DIRECTORS

9.1.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.1.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.1.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

#### 11. PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

11.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.

11.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

11.3 regulation 118 in Table A shall not apply to the Company.

---

Names and addresses of Subscribers

---

1. For and on behalf of  
Instant Companies Limited  
1 Mitchell Lane  
Bristol BS1 6BU



2. For and on behalf of  
Swift Incorporations Limited  
1 Mitchell Lane  
Bristol BS1 6BU

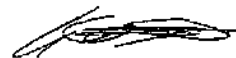


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Dated 30 June 2006

Witness to the above Signatures:-

Glenys Copeland  
1 Mitchell Lane  
Bristol BS1 6BU



# **EXHIBIT # 3**





**Current Appointments Report for:**  
**PLAYSHARE PLC**  
**05863469**

**Created: 24/05/2007**

## Company Register Information

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<b>Company Number:</b>	05863469	<b>Date of Incorporation:</b> 30/06/2006
<b>Company Name:</b>	PLAYSHARE PLC	
<b>Registered Office:</b>	7 QUEEN STREET LONDON W1J 5PB	
<b>Company Type:</b>	Public Limited Company	
<b>Country of Origin:</b>	United Kingdom	
<b>Status:</b>	Active	
<b>Nature Of Business (SIC(92)):</b>	None Supplied	
<b>Mortgage: Number of Charges:</b>	( 0 outstanding / 0 part satisfied / 0 satisfied)	

## Previous Names

No previous name information has been recorded over the last 20 years.

## Key Filing Dates

<b>Accounting Reference Date:</b>	31/12
<b>Last Accounts Made Up To:</b>	(NO ACCOUNTS FILED)
<b>Next Accounts Due:</b>	31/07/2007
<b>Last Return Made Up To:</b>	
<b>Next Return Due:</b>	28/07/2007
<b>Last Bulk Shareholders List:</b>	Not available

## Current Appointments

Number of current appointments: 5

---

<b>SECRETARY:</b>	MORSE, CHRISTOPHER CHARLES	
<b>Appointed:</b>	30/06/2006	<b>Date of Birth:</b> 01/11/1950
<b>Nationality:</b>	BRITISH	
<b>No. of Company appointments:</b>	151	
<b>Address:</b>	THE ELMS MARSHSIDE CANTERBURY KENT CT3 4EE	

---

<b>DIRECTOR:</b>	PATERSON BROWN, TIMOTHY	
<b>Appointed:</b>	18/08/2006	<b>Date of Birth:</b> 27/09/1960
<b>Nationality:</b>	BRITISH	
<b>No. of Company appointments:</b>	14	
<b>Address:</b>	33 ASHLEY GARDENS AMBROSDEN AVENUE LONDON SW1P 1QE	

---

<b>DIRECTOR:</b>	SANDYS, RODERICK JULIAN FREDERICK	
<b>Appointed:</b>	30/06/2006	<b>Date of Birth:</b> 15/09/1977
<b>Nationality:</b>	BRITISH	
<b>No. of Company appointments:</b>	9	
<b>Address:</b>	48 TACHBROOK STREET LONDON SW1V 2NA	

---

<b>DIRECTOR:</b>	SMEDLEY, STEPHEN	
<b>Appointed:</b>	30/01/2007	<b>Date of Birth:</b> 28/01/1975
<b>Nationality:</b>	BRITISH	

*Current Appointments*

**No. of Company appointments:** 1  
**Address:** NO 1 THE MEADOWS  
ALCAIDESA  
CADIZ  
11300  
SPAIN  
FOREIGN

---

**DIRECTOR:** WRIGHT, MAXWELL GEORGE  
**Appointed:** 02/10/2006 **Date of Birth:** 21/03/1979  
**Nationality:** BRITISH  
**No. of Company appointments:** 8  
**Address:** 25 BROCKHILL ROAD  
HYTHE  
KENT  
CT21 4AE

**This Report excludes resignations**

## Recent Filing History

Documents filed since 30/06/2006

---

FILING DATE	FORM	DESCRIPTION
20/02/2007	288a	DIRECTOR APPOINTED
20/02/2007	288b	DIRECTOR RESIGNED
29/01/2007	288b	DIRECTOR RESIGNED
11/01/2007	288c	DIRECTOR'S PARTICULARS CHANGED
11/01/2007	225	ACC. REF. DATE SHORTENED FROM 30/06/07 TO 31/12/06
02/01/2007	288c	DIRECTOR'S PARTICULARS CHANGED
07/12/2006	288b	DIRECTOR RESIGNED
19/10/2006	288a	DIRECTOR APPOINTED
21/09/2006	288a	DIRECTOR APPOINTED
08/09/2006	122	CONSO03/07/06
08/09/2006	RES10	CONSOLIDATED 03/07/06;AUTH ALLOT OF SECURITY 03/07/06
01/09/2006	288a	DIRECTOR APPOINTED
17/08/2006	288a	DIRECTOR APPOINTED
13/07/2006	CERT8	AUTHORISATION TO COMMENCE BUSINESS AND BORROW
13/07/2006	117	APPLICATION COMMENCE BUSINESS
10/07/2006	288b	SECRETARY RESIGNED
30/06/2006	NEWINC	INCORPORATION DOCUMENTSCERTIFICATE OF INCORPORATIONSTATEMENT OF DIRECTORS & REGISTERED OFFICEDECLARATION OF COMPLIANCEMEMORANDUM OF ASSOCIATIONARTICLES OF ASSOCIATION

This Report excludes 88(2) Share Allotment documents

# **EXHIBIT # 4**

BLUEPRINT

2000

363a

Please complete in typescript,  
or in bold black capitals.

## Annual Return

CHFP010

Company Number

5451906

Company Name in full

Gamshare (UK) Limited

## Date of this return

The information in this return is made up  
to

Day		Month		Year	
1	3	0	5	2	0
				0	6

## Date of next return

If you wish to make your next return to a  
date earlier than the anniversary of this  
return please show the date here.

Companies House will then send a form at  
the appropriate time.

Day		Month		Year	

## Registered Office

Show here the address at the date of  
this return.

7 Queen Street, Mayfair

Any change of  
registered office must  
be notified on form  
287.

Post town

London

County / Region

UK Postcode

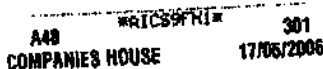
W1J 5PB

## Principal business activities

Show trade classification code number(s)  
for the principal activity or activities.

9271

If the code number cannot be determined,  
give a brief description of principal



When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ  
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

**Register of members**

If the register of members is not kept at the registered office, state here where it is kept.

7 Queen Street, Mayfair

Post town London

County / Region

UK Postcode W1J 5PB

**Register of Debenture holders**

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town

County / Region

UK Postcode

**Company type**

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

☐☒☐☐☐☐☐

Please tick the appropriate box

**Company Secretary**

(Please photocopy this area to provide details of joint secretaries).

\* Voluntary details.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

Name

\* Style / Title

Forename(s)

Surname

Address

Post town

County / Region

Country

Details of a new company secretary must be notified on form 288a.

Christopher Charles

Morse

The Elms, Marshside

Nr. Canterbury

Kent

UK Postcode CT3 4EE

BLUEPRINT



**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Name** \* Style / Title \_\_\_\_\_

**Date of birth** Day Month Year  
 0 8 1 0 1 9 7 5

**Forename(s)** Satyaswaroop

**Surname** Mahapatra

**Address** 8 Anchor Terrace, Cephas Avenue

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

**Post town** London

**County / Region** \_\_\_\_\_ **UK Postcode** E1 4BA

**Country** \_\_\_\_\_ **Nationality** British

**Business occupation** Company Director

\* Voluntary details.

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

**Name** \* Style / Title \_\_\_\_\_

**Date of birth** Day Month Year  
 1 5 0 9 1 9 7 7

**Forename(s)** Roderick Julian Frederick

**Surname** Sandys

**Address** 48 Tachbrook Street

**Usual residential address** must be given. In the case of a corporation, give the registered or principal office address.

**Post town** London

**County / Region** \_\_\_\_\_ **UK Postcode** SW1V 2NA

**Country** \_\_\_\_\_ **Nationality** British

**Business occupation** Management Assistant

BLUEPRINT

**Directors**

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

**Directors** In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name \* Style / Title \_\_\_\_\_

Day Month Year  
Date of birth 2 1 0 3 1 9 7 9

Forename(s) Maxwell George

Surname Wright

Address 25 Brockhill Road, Saltwood

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town Hythe

County / Region Kent UK Postcode CT21 4AE

Country Nationality British

Business occupation Company Director

\* Voluntary details.

Name \* Style / Title \_\_\_\_\_

Day Month Year  
Date of birth

Forename(s)

Surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region UK Postcode

Country Nationality

Business occupation

BLUEPRINT

**Issued share capital**Enter details of all the shares in issue  
at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)
Ordinary	1	£1.00
<b>Totals</b>	1	1.00

**List of past and present shareholders**

(use attached schedule where appropriate)

A full list is required if one was not  
included with either of the last two  
returns.

There were no changes in the period

☐

on paper

in another format


A list of changes is enclosed

☐☐

A full list of shareholders is enclosed

☒☐**Certificate**I certify that the information given in this return is true to the best of my  
knowledge and belief.

Signed



Date

15/7/06

† Please delete as appropriate.

† a director / secretary

When you have signed the return send it  
with the fee to the Registrar of  
Companies.Cheques should be made payable to  
**Companies House.**

This return includes

1

continuation sheets.

(enter number)

Please give the name, address, telephone  
number and, if available, a DX number  
and Exchange of the person Companies  
House should contact if there is any query.

The Secretary, 7 Queen Street, Mayfair, London,

W1J 5PB

Tel

BLUEPRINT

DX number

DX exchange

**BLUEPRINT****2000****List of past and present shareholders  
Schedule to form 363a**

CHFP010

**Company Number** 5451906**Company Name in full** Gamshare (UK) Limited

- > Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- > You must provide a "full list" of all the company shareholders on:
  - The company's first annual return following the incorporation;
  - Every third annual return after a full list has been provided
- > List the company shareholders in alphabetical order or provide an index
- > List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
<b>Name</b> Instant Companies Limited  <b>Address</b> 1 Mitchell Lane, Bristol  <b>UK postcode</b> BS1 6BU	£1.00 Ordinary     Shares Held 0	1	13/05/2005
<b>Name</b> Prime Nominees Limited  <b>Address</b> Suite 2b, Centre Plaza, Main Street, Gibraltar  <b>UK postcode</b>	£1.00 Ordinary     Shares Held 1		
<b>Name</b>   <b>Address</b>    <b>UK postcode</b>			

# **EXHIBIT # 5**



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## Company Details

The WebCheck service is available from Monday to Saturday 7.00am to 12 Midnight UK  
Time

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Name & Registered Office:

**PLAYSHARE PLC**

7 QUEEN STREET

LONDON

W1J 5PB

**Company No. 05863469**

**Status:** Active

**Date of Incorporation:** 30/06/2006

**Country of Origin:** United Kingdom

**Company Type:** Public Limited Company

**Nature of Business (SIC(03)):**

None Supplied

**Accounting Reference Date:** 31/12

**Last Accounts Made Up To:** (NO ACCOUNTS FILED)

**Next Accounts Due:** 31/07/2007 OVERDUE

**Last Return Made Up To:**

**Next Return Due:** 28/07/2007 OVERDUE

**Previous Names:**

No previous name information has been recorded over the last  
20 years.

**Branch Details**

There are no branches associated with this company.

**Overseas Company Info**

There are no Overseas Details associated with this company.

**System Requirements**

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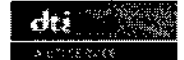
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Name & Registered Office:  
**GRAND MONACO LIMITED**  
7 QUEEN STREET  
MAYFAIR  
LONDON  
W1J 5PB  
Company No. 06139639

**Status:** Active  
**Date of Incorporation:** 06/03/2007

**Country of Origin:** United Kingdom

**Company Type:** Private Limited Company  
**Nature of Business (SIC(03)):**  
None Supplied

**Accounting Reference Date:** 31/03  
**Last Accounts Made Up To:** (NO ACCOUNTS FILED)  
**Next Accounts Due:** 06/01/2009  
**Last Return Made Up To:**  
**Next Return Due:** 03/04/2008

**Previous Names:**  
No previous name information has been recorded over the last  
20 years.

**Branch Details**  
There are no branches associated with this company.

**Oversea Company Info**  
There are no Oversea Details associated with this company.

## System Requirements

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## Company Details

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Time

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Name & Registered Office:  
**GAMSHARE (UK) LIMITED**  
7 QUEEN STREET  
MAYFAIR  
LONDON  
W1J 5PB  
Company No. 05451906

**Status:** Active  
**Date of Incorporation:** 13/05/2005

**Country of Origin:** United Kingdom

**Company Type:** Private Limited Company  
**Nature of Business (SIC(03)):**  
9271 - Gambling and betting activities

**Accounting Reference Date:** 31/05  
**Last Accounts Made Up To:** (NO ACCOUNTS FILED)  
**Next Accounts Due:** 13/03/2007 OVERDUE  
**Last Return Made Up To:** 13/05/2006  
**Next Return Due:** 10/06/2007 OVERDUE

**Last Members List:** 13/05/2006

**Previous Names:**  

Date of change	Previous Name
21/12/2005	TFK INVESTMENTS LIMITED

### Branch Details

There are no branches associated with this company.

### Overseas Company Info

There are no Overseas Details associated with this company.

## System Requirements



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# **EXHIBIT # 6**

A member of the PlayShare Group

TOTAL JACKPOT  
PROGRESSIVES  
**\$3,870,072.13**

**Big Wins, More Action!**

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Bookmark this site | Become an Affiliate

**NEW**

**\$150 FREE & 150 FREE SPINS**

NEW IMPROVED CASINO KIT

**DOWNLOAD**

**OPENING OFFER**  
100% MATCH

**GETTING STARTED**

- 1. Download** and Register
- 2. Purchase** and Wager on Slots, get a 100% match up to \$150
- 3. Claim** Purchase and Wager on Casino Games, get a 100% match up to \$75
- 4. Get your Opening Offer** and Casino Kit
- 5. Make a second purchase**
- 6. Get up to 150 FREE Spins**

**GRAND WINNERS**

\$18,046  
Adrian K. Switzerland May  
14 Feature Slot - Witch Dr  
€3.898

**NEW GAMES**

BLACKJACK VIDEO POKER SLOTS ROULETTE OVER 300 GAMES

CLICK HERE TO PLAY INSTANT FLASH - NO DOWNLOAD REQUIRED

**ECO**

**PURCHASE WITH**

PERCENTAGE PAYOUT REVIEWED BY INDEPENDENT AUDITORS **KAHNAWAKE** GAMING COMMISSION OVER **18** ONLY

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**Grand Monaco is in NO way associated with the Principality of Monaco, nor ANY of the  
land-based casino operations located in that jurisdiction. Grand Monaco is an independent operation.**

# **EXHIBIT # 7**



A member of the PlayShare Group



**TOTAL JACKPOT  
PROGRESSIVES**  
**\$4,898,563.88**

**Big Wins, More Action!**

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Bookmark this site | Become an Affiliate

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CHOOSE YOUR BONUS

**\$150 FREE**

Slot Only Bonus



OR



**\$75 FREE**

Casino Games Bonus

[Tell me more](#)

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**CASINO**



24/7 SUPPORT

**LIVE HELP**

INSTANT CHAT

**INSTANT PLAY**

NO DOWNLOAD



## Who We Are

**Hi, my name is Frank Thompson and I am the Casino Manager at Grand Monaco. I just want to take a moment and tell you a little about our operation.**

Grand Monaco is a world-class casino that launched in July 2006.

While we are a new online casino, our management team is made up of seasoned online and land-based casino veterans with more than 35 years combined experience! Besides, it is not the age of the casino that's important, it's the quality of the service you receive and the relationships we have with our customers.

In essence – we are proud to offer one of the largest online casinos in the world with over 250 games. Our mission is to redefine, build, and grow an unparalleled world-class casino experience – nothing short of exceeding your expectations.

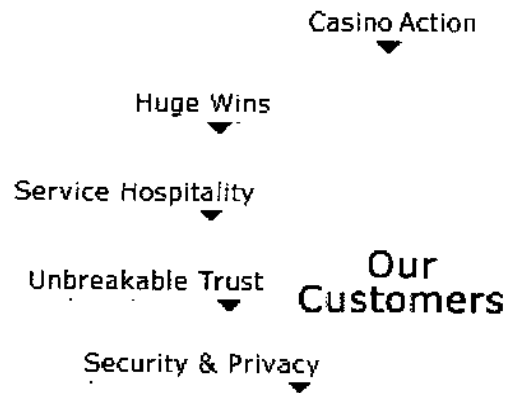
### **Why should you choose us when we look like just yet another online casino...?**

Grand Monaco is committed to providing world-class gambling with the most exciting casino games and customer service available. Our management team searched the casinos of Las Vegas, Atlantic City, and Monaco to bring you the best casino entertainment in the world.

In this effort, we have 5 core customer service beliefs which make YOU the center of our universe.

- 1) Casino Action**
- 2) Huge Wins**
- 3) Service Hospitality**
- 4) Unbreakable Trust**
- 5) Security and Privacy**





## Casino Action

With over 35 years of industry leading knowledge, we have assembled the largest selection of casino slots and games with over 250 unique gaming products – and only a click away. Grand Monaco provides the most innovative monthly promotions around so your casino action lasts longer and takes you to new highs.

## Huge Wins

Our casino is powered by the most trusted online games provider in the world: Microgaming. What does this mean for you? This means you have a shot at record breaker online progressive jackpots. That's right, Microgaming progressive games hold the world record for the largest and most frequent jackpots ever, therefore our games have given away more progressive jackpots than any other online company. We bring these record sized jackpots directly to you, so come find out why Grand Monaco is known for Big Wins, More Action!

## Service Hospitality

Providing the best customer service starts with listening. Our casino support agents can be reached 24/7/365 through a number of convenient methods: Toll-free numbers, Instant Live Chat, and super-quick email response allow us to provide the comfort of having help whenever you need us! Our goal is to build personal relationships with our customers and treat you like one of the family. Our service philosophy is supported with our G3 Rewards Club and cashback rewards – conveniently available at your fingertips.

## Unbreakable Trust

Grand Monaco is licensed by the Kahnawake Gaming Commission of the Mohawk Territory of Kahnawake, Canada. We operate our casino under Kahnawake guidelines having passed an in-depth investigation of our management team and financial stability.

Our casino is reviewed monthly by independent auditors and we publish the payout percentages of our games on our website. We encourage our players to view these reviews at any time.

## Security and Privacy

Show you the money! We hear you loud and clear, so we make sure your purchases and cash-in hassle free. We offer a variety of convenient deposit options and your financial integrity is never compromised. We use the latest and most effective 128-bit SSL encryption software available to ensure your privacy and safety. Your personal details are always under our protection and will never be sold.

Remember that when you play at Grand Monaco, you can expect...

### Big Wins, More Action!

*Frank Thompson*

Casino Manager

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# **EXHIBIT # 8**

A member of the PlayShare Group



**TOTAL JACKPOT  
PROGRESSIVES**  
**\$4,898,547.29**

**Big Wins, More Action!**

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CHOOSE YOUR BONUS

**\$150 FREE**

Slot Only Bonus



OR



**\$75 FREE**

Casino Games Bonus

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DOWNLOAD

**CASINO**



24/7 SUPPORT  
**LIVE HELP**  
INSTANT CHAT

**INSTANT PLAY**  
NO DOWNLOAD



## Grand Monaco Promise

From the senior management team and all the staff at Grand Monaco, we promise:

### Top Service from the Top Team:

Our management team has over 35 years of experience in servicing casino customers and operating the some of the most well known land-based and online casinos in the world.

- Our focus starts and ends with YOU, the customer
- We strive to provide the best services, games, promotions and overall casino experience possible.



That noise you hear in the background is us cheering for you!

### Fast Cash-ins:

We know that one of the most exciting aspects of the gaming experience is hitting the big win! The last thing we want to do is destroy that winning feeling with a slow cash-in, so our team is committed to processing your winnings fast.

### The Best Games:

In order to give you the best games available on the net, we have partnered with Microgaming, a world leader in casino game software. Our offering includes over 300 of the top casino slots and games.

### Fair Play:

Our payouts are reviewed monthly by an independent auditor and we publish the results of their findings on our site. That's right; we tell you how loose our games are! And boy, are they loose...

Players can check their wagering and gaming history using Playcheck and their banking transactions using Cashcheck. These unique features are built into our award winning software, so you can conveniently monitor your

gaming experience.

## To Listen:

Providing you the best gaming experience starts by listening to your feedback – positive or negative. Please send us your thoughts and let us know how we are living up to our promises. We want to make sure our service exceeds your expectations, and your experience at Grand Monaco keeps on getting better.

Email us at [feedback@grandmonacosupport.com](mailto:feedback@grandmonacosupport.com), or call us toll free. We are here for you all day and night, every day of the year

**...we promise.**

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**PLAYSHARE**  
group



Powered by  
**microgaming**

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